

Annual Meeting of the Board of Directors Minutes March 20, 2024

A meeting of the EIC Board of Directors was held on Wednesday, March 20, 2024, at 2875 Route 35, Katonah, NY 10536 and via Zoom.

ROLL CALL

A roll call was taken, and the meeting was called to order at 5:31pm by Susan Morth, who acted as Chair for the remainder of the meeting.

Board Members Present:

Susan Morth, EIC CEO Lisa Broughton, Suffolk County Lucas Rogers, Albany County Kelley St. John, City of Buffalo Alain Pierroz, EIC COO & CFO Aundre Oldacre, Aura Development (arrive:5:39) Michael D'Arcy, Ulster County

Absent: Kathryn Hoenig

Others Present: Daniel Killourhy, EIC Corporate Secretary

Michael D'Arcy, employed by Ulster County as an Environmental Outreach Manager, was welcomed as a new member of the Board by Susan Morth.

VOTE ON THE NOMINATING COMMITTEE RECOMMENDATION TO ELECT KELLEY ST. JOHN TO THE EIC BOARD OF DIRECTORS

Alain Pierroz, member of the Nominating Committee, reviewed the recommendation of the Nominating Committee which included:

The nomination of Kelley St. John to the EIC Board representing the City of Buffalo. Kelley is the Climate Action Coordinator in the Buffalo Department of Strategic Planning. (Term expires at 2025 Annual Meeting).

So be it resolved, that the election of Kelley St. John to the EIC Board is approved.

Motion: 1st: Lucas Rogers 2nd: Susan Morth Ayes: 5 Nays: 0

Corporate Secretary Killourhy reviewed the ABO requirements for new Board members to complete the Acknowledgement of Fiduciary Responsibilities upon joining the Board and to complete Board member training unless previously completed.

MEETING MINUTES

It was unanimously agreed to accept and approve the February 7, 2024, Board of Directors meeting minutes. All in favor, so be it **RESOLVED** that the EIC Board of Directors meeting minutes of 2/7/24 is approved.

Motion: 1st: Lisa Broughton 2nd: Michael D'Arcy Ayes: 6 Nays: 0

ACCEPTANCE OF RESIGNATION OF ALEX CARDUCCI FROM THE EIC BOARD

It was unanimously agreed to accept the resignation of Alex Carducci effective February 15 upon leaving his role at the City of Buffalo.

So be it resolved, that the resignation of Alex Carducci is approved.

Motion: 1st: Michael D'Arcy 2nd: Lucas Rogers Ayes: 6 Nays: 0

ACCEPTANCE OF RESIGNATION OF MICHAEL RAYMOND FROM THE EIC BOARD

It was unanimously agreed to accept the resignation of Michael Raymond effective March 20th, at the expiration of his 3-year term.

So be it resolved, that the resignation of Michael Raymond is approved.

Motion: 1st: Alain Pierroz 2nd: Susan Morth Ayes: 6 Nays: 0

DISCUSSION OF NOMINATING COMMITTEE RECOMMENDATIONS-CORPORATE OFFICERS

ELECTION OF CHIEF EXECUTIVE OFFICER

It was unanimously agreed to appoint Susan Morth, Chief Executive Officer. All in favor, so be it **RESOLVED** that Susan Morth will serve as Chief Executive Officer of EIC until the next Annual Meeting of the Board or until an earlier resignation or removal.

Motion: 1st: Michael D'Arcy 2nd: Lucas Rogers Ayes: 5 Nays: 0

ELECTION OF CHIEF OPERATING OFFICER

It was unanimously agreed to appoint Alain Pierroz, Chief Operating Officer. All in favor, so be it **RESOLVED** that Alain Pierroz will serve as Chief Operating Officer of EIC until the next Annual Meeting of the Board or until an earlier resignation or removal.

Motion: 1st: Lucas Rogers 2nd: Lisa Broughton Ayes: 5 Nays: 0

ELECTION OF BOARD COMMITTEE MEMBERS AND COMMITTEE CHAIRS

It was unanimously agreed to approve the committee members and chairs as discussed and agreed to at this meeting. All in favor, so be it **RESOLVED** that the following individuals and Chairpersons will serve on each of the committees as named:

Audit Committee: Kathryn Hoenig as Chair, Kelley St. John and Lisa Broughton

Finance Committee: Aundre Oldacre as Chair, Michael D'Arcy and Lisa Broughton

Governance Committee: Lucas Rogers as Chair, Aundre Oldacre and Kelley St. John

Nominating Committee: Kathryn Hoenig as Chair, Aundre Oldacre and Alain Pierroz

Susan Morth greeted Board member Aundre Oldacre who joined the meeting at 5:39 p.m.

Motion: 1st: Michael D'Arcy 2nd: Kelley St. John Ayes: 7 Nays: 0

2023 AUDITED FINANCIAL STATEMENTS

Alain Pierroz stated that the financial statements have been finalized and EIC has received an unqualified audit report from PKF O'Connor Davies. Mr. Pierroz invited any follow-up questions regarding the financial statements to be directed to him after the board meeting at any future date.

CORPORATE SECRETARY REVIEW OF FUTURE EIC BOARD MEETINGS

Daniel Killourhy reviewed the dates of upcoming Board meetings in 2024 and 2025

- June 12, 2024
- September 11, 2024
- December 11, 2024
- February 5, 2025

The March 19, 2025 (Annual Meeting of the Membership) to begin at 4:30pm and the Annual Meeting of the Board to follow. Regular Board meetings are scheduled to take place at the EIC offices and via Zoom at 8:30 a.m.

PUBLIC COMMENT- None

There being no further business before the Board and on a motion by Lisa Broughton and seconded by Lucas Rogers, the meeting concluded at 5:43 p.m.

The next meeting of the EIC Board of Directors will be on June 12, 2024, at 8:30am and will be held at the EIC's offices in Katonah.

These minutes were approved by the Board at its meeting held June 12, 2024.